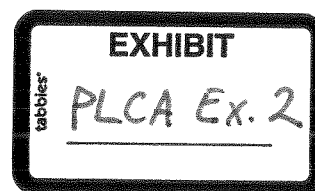


363 Sale Update

June 5, 2009



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1

363 Sale Update

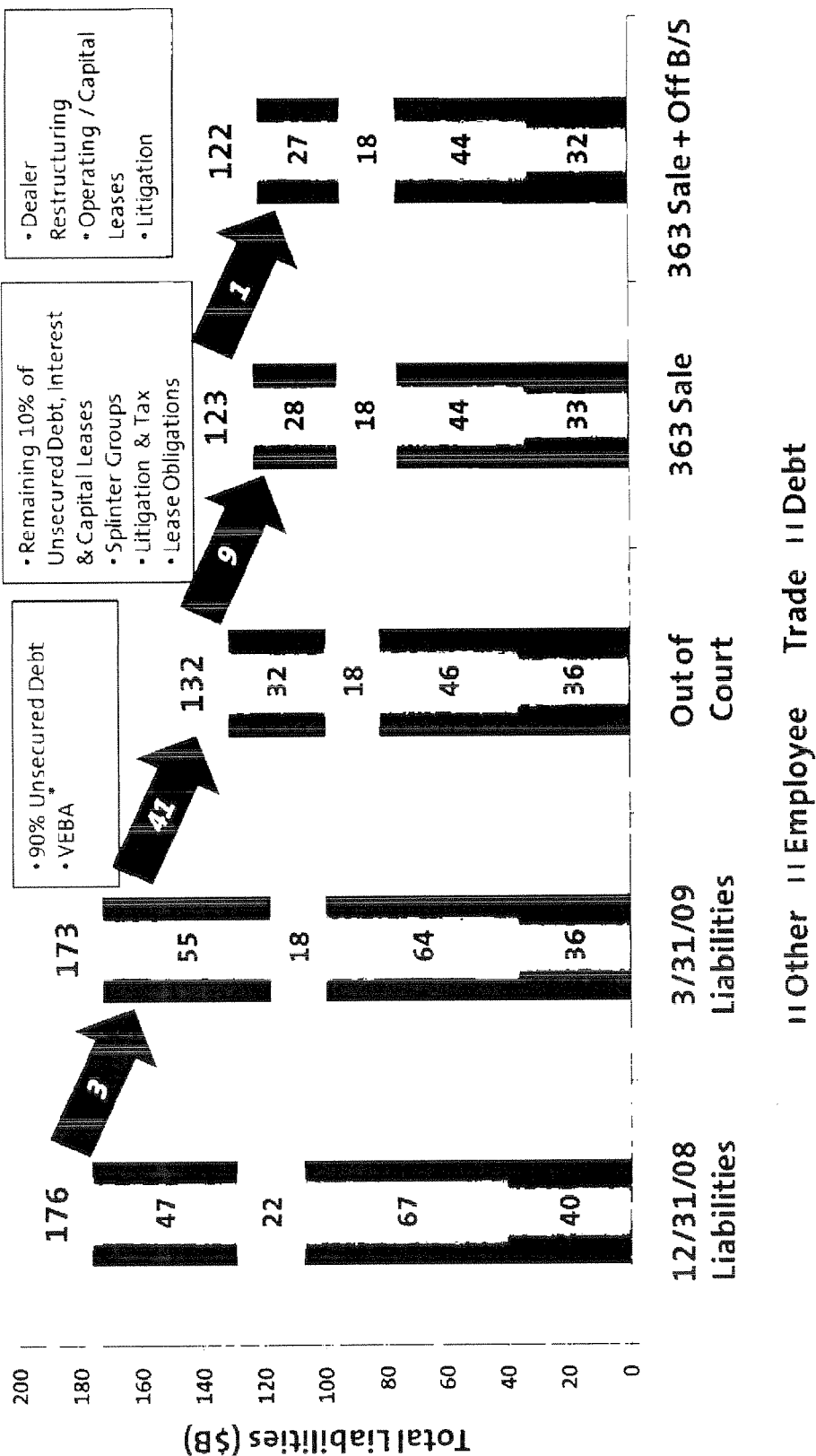
- Preparation for filing successful
- Focus now on execution
 - Execution to achieve savings promised
 - Execution to exit as soon as possible

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GM Consolidated Liabilities Analysis



*Estimate for VEBA assumes \$3.7B of remaining liabilities

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Liability Reduction Tracking Sheet

Liability Reduction Initiative (\$ Billions)

Balance Sheet Analysis

	Initial Forecast	Current Forecast	Comments
Debt	27.2	27.1	Initial Forecast included RHI and Nova Scotia Bonds
Pension - OPEB	19.4	19.4	No Change
Litigation	2.0	1.5	Reduction in Product Liability & Environmental (Moving More Sites to NewGM)
Tax Related	0.4	0.2	Revised Tax Assumptions
Operational	0.3	> 0.3	Evaluating Leases to be Eliminated
Total Forecast Liabilities to Remain in OldGM	49.3	48.5	

Off Balance Sheet Opportunities

Dealer Network Restructuring Charges	0.9	0.9	No Change
M&E at closing sites MFD	0.1	> 0.1	Evaluating Equipment & Contract Renegotiation
M&E at closing sites PWT	0.3	> 0.3	Evaluating Equipment & Contract Renegotiation
M&E at closing sites MFG	-	> 0	Evaluating Equipment & Contract Renegotiation
Leased Real Estate: Citigroup Center	0.0		Evaluating Alternative Locations & Contract Renegotiation
Leased Real Estate: Other Office Space	0.2	> 0.2	Evaluating Leases to Leave Behind or Renegotiate
Leased Real Estate: Warehouses	0.0	> 0	
Total Additional Opportunities	1.5	1.5	

Additional Opportunities

Workers Compensation	-	0 - 0.4	Total Liability \$1.5. Leaving 4 states behind
2/3 Liabilities related to Salaried Pension / Splitter Obligations	-	3.9	2/3 reduction of liabilities. \$5.3B. \$1.4B captured previously in Pension OPEB
Total Additional Opportunities	-	3.9	

Total Liabilities to Remain in OldGM

50.8

53.9

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Push To Close

- Expect process to last 60 days or less
- Define critical workstreams and owners
 - Identify action items & complete/update workplan
- Two major milestones after filing
 - Sale Approval (+30 days)
 - Sales Close (+60 days)
 - All agreements complete
 - Prepared to run NewGM as independent entity
- Identify any resource constraints
- Proactively identify impediments to Sale Approval & Close
- Quickly respond to issues arising during court process
- Drive organization to close as soon as possible past June 30

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Proposed Workstreams

Permits, Licenses, Gov't Approvals	J. Hater, E. Shaffer	Timing, Purchasing entity
Contracts – Rejection Process	M. Monger (Alix), S. Webber	
Real Estate	J. Blanchard	Relocation from Rejected Leases
Legal Entities & Subsidiaries	A. Segovia, R. Bratley	
International Entity Transfer	CV Ramachandran (Alix), S. Han	
Accounting	H. Kiefer, R. Bratley	
Insurance	K. Scroggin, A. Gier	What is required to close?
Tax	V. McInnis	
HR	J. Uhlig	
IS&S	T. Kline	
Manufacturing	D. Gerard, M. Apfel, S. Mullennix	Idling & Transition
DIP Financing	N. Ramdev	
OldGM	T. Stenger (Alix)	
Asset Sales	S. Mackie, A. Genouw	Hummer, Saturn, Strasbourg
SPO	S. Tuohy	Monitor Only
Dealers	J. Heisel	Monitor Only

Sample Workstream Template

363 Reinvention Planning
Milestones and Deliverables

Workstream:

Date: 1-Jun-05

Major Milestones & Deliverables

- 1) 363 Sale Approval
- 2) 363 Sale Close
- 3)
- 4)
- 5)

<div>Workstream:</div> <div>Date: 1 Jun-05</div> <div>Major Milestones & Deliverables</div> <div>1) 363 Sale Approval</div> <div>2) 363 Sale Close</div> <div>3)</div> <div>4)</div> <div>5)</div>	Week ending:									
	5-Jun	12-Jun	19-Jun	26-Jun	3-Jul	10-Jul	17-Jul	24-Jul	31-Jul	7-Aug
Workstream	Milestones, Deliverables & Activities									
	Start Date	Duration	End Date	Secondary Workstream	Owners GM Business	GM Legal	Alix Partners	Outside Counsel	Notes	
									</	

Next Steps

- Workstream template distributed to workstream leads
 - Completion due date: Monday, June 8
- Template to be utilized to generate critical path timeline between Filing and Closing dates
 - Highlight high risk areas
 - Identify resource constraints
 - Assess progress towards closing
- Maintain metrics to ensure NewGM balance sheet achieves required results
- Need resources in following areas
 - Contract renegotiation focus
 - Other TBD

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Backup

9

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GM Consolidated Liabilities Analysis - Detail

	Balance as of 3/31/09				163 Scenario	
	US Filers	US Non-Filers	Foreign	Total	OldCo	NewCo
1 Debt						
US Loan	\$ 14,454	\$ -	\$ -	\$ 14,454	\$ -	\$ 14,454
Secured Loans & Bonds (1)	5,218	1,376	3,172	9,767	-	9,767
Unsecured Loans & Bonds (1)	25,710	89	3,418	29,117	26,555	2,562
Other (1)(2)(3)	1	-	219	221	-	221
Capital Leases	602	55	187	844	113	731
Interest (2)	554	4	95	653	508	145
Total Debt	\$ 46,540	\$ 1,494	\$ 7,021	\$ 55,055	\$ 27,176	\$ 27,880
2 Accounts Payable						
Vendors/Suppliers	\$7,264	\$,586	\$10,439	\$18,029	\$,419	\$,17,986
Employee Benefits Programs	67	2	17	86	-	86
	\$ 7,271	\$ 387	\$ 10,456	\$ 18,115	\$ 419	\$ 18,066
3 Pension - OTHER						
Delta Pension Guarantee	\$ 1,612	\$ -	\$ 0	\$ 1,612	\$ -	\$ 1,612
US Thrift Pension Obligations (3)	10,783	4	-	10,787	1,800	8,987
US Salaried Pension Obligations (3)	1,512	1	-	1,513	-	1,513
Foreign Pension Severance Obligations	-	-	11,487	11,487	-	11,487
US AIG (3)	19,871	-	-	19,871	16,171	3,700
US AIG Life	2,681	-	-	2,681	-	2,681
Other Thrift Health & Life	3,725	-	-	3,725	1,400	2,325
Salaried Health	1,055	-	-	1,055	-	1,055
Salaried Life	1,663	-	-	1,663	-	1,663
Foreign Revenues Health & Life	-	-	2,820	2,820	-	2,820
Legal Services Plan	279	-	28	307	-	307
ERP	1,068	-	35	1,104	-	1,104
	\$ 44,251	\$ -	\$ 14,370	\$ 58,625	\$ 19,571	\$ 39,254
4 Employee Obligations						
Payroll benefits, etc. (3)	\$ 301	\$ 16	\$ 1,221	\$ 1,538	\$ -	\$ 1,538
Post Employment Benefits	1,584	-	1,418	3,002	-	3,002
Training	352	-	-	352	-	352
	\$ 2,237	\$ 16	\$ 2,639	\$ 4,892	\$ -	\$ 4,892
5 Sales & Marketing						
Dealer Incentives (3)	\$ 6,809	\$ 226	\$ 2,166	\$ 9,201	\$ -	\$ 9,201
Warranty Obligations (3)(6)	67	5,484	2,349	7,899	-	7,899
Customer Deposits (3)	2,674	-	1,317	3,995	-	3,995
Dealership Revenue (7)	1,370	769	362	2,440	44	2,396
Marketing (3)	455	23	128	626	-	626
	\$ 11,375	\$ 6,465	\$ 6,371	\$ 24,161	\$ 44	\$ 24,117

Includes Real Estate Leases

Cont

363 Scenario

US Bites	US Non-Bites	Foreign	Total
<hr/>			
Balance as of 3/31/09			

<u>6. <i>Litigation</i></u>	
Product Liability	
Asbestos	
Legal Costs	
Environmental	
Asset Retirement Obligation (7)	
<u>7. <i>Tax Related</i></u>	
Tax Obligations (1)	
Deferred Taxes (5)	
INDEB	
Investment Tax credits	
<u>8. <i>Operational</i></u>	
Rent (10)	
Label Subsidies	
Construction Backlog	
Vendor Backlogs (3)	
Professional Fees (9)	
Various Operational	
<u>9. <i>Intercompany Obligations</i></u>	
Admitted Notes for IP & Capital	
Other Intercompany	
<u>10. <i>Other</i></u>	
Terminals	
Workers Comp	
Other Accrued Liabilities (7)	
Other Self Insurance - General Liability	
<u>Total Liabilities</u>	
<u>10-Q Total</u>	

\$	934	\$	-	\$	-	934	-
627	-	-	-	627	-	-	-
77	1	229	307	77	236	-	236
70	184	40	292	223	71	-	71
241	-	2	243	139	113	-	113
\$	1,948	\$	185	\$	271	\$	2,405
528	22	1,099	1,649	395	1,234	-	1,234
235	0	511	747	-	747	-	747
50	4	496	550	50	500	-	500
0	26	26	26	-	26	-	26
\$	815	\$	26	\$	2,132	\$	2,971
181	181	13	376	258	118	-	118
64	-	-	64	-	161	-	161
65	50	50	124	-	124	-	124
80	1	85	174	-	174	-	174
-	161	117	278	-	278	-	278
0	451	451	451	-	451	-	451
\$	399	\$	343	\$	726	\$	1,468
2,254	-	-	2,254	-	2,254	-	2,254
\$	2,254	\$	-	\$	(2,254)	\$	(2,254)
969	4	1,386	2,389	-	2,389	-	2,389
1,470	0	0	1,488	-	1,488	-	1,488
175	53	794	1,022	7	1,015	-	1,015
57	162	219	219	-	219	-	219
\$	2,711	\$	57	\$	2,450	\$	5,118
10,799	8,979	44,033	172,810	49,340	123,470	-	123,470

**includes Aircraft
Leases: \$2.1M**

Liability Reduction Tracking Sheet

Liability Reduction Initiative (\$ Millions)

1) Debt

Unsecured Loans & Bonds		
Wilmington Trust: Unsecured public debt	14,892	14,892
Wilmington Trust: Convertible Bond	7,369	7,369
Deutsche Bank: Unsecured public debt	4,129	4,129
Bank of New York Mellon: Industrial Revenue Bond	227	227
Multiple Banks: Interest Rate Derivative	19	19
Multiple Banks: Unsecured public debt	(82)	(82)
Total Unsecured Loans & Bonds	26,555	26,555
Capital Leases		
RHI	55	-
Facilities (Leases, M&E, WFG)	16	16
Capital Leases on Real Estate	42	42
Total Capital Leases	113	58
Accrued Interest		
Nova Scotia Bonds	36	-
Other	472	472
Total Accrued Interest	508	472
Total Debt	27,176	27,085

2) Accounts Payable

Account's Payable Associated with OldGM U.S. Subsidiaries

49 49

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Liability Reduction Tracking Sheet

Liability Reduction Initiative (\$ Millions)

3) Pension - OPEB

US Hourly Pension Obligations

UAW VEBA

Other Hourly Health & Life

OPEB Health: IUE

OPEB Health: Other Splinters

OPEB Life: IUE

OPEB Life: Other Splinters

Total Other Hourly Health & Life

Total Pension - OPEB

	Initial Forecast	Current Forecast
	1,800	1,800
	16,171	16,171
	911	911
	396	396
	53	53
	40	40
	1,400	1,400
	19,371	19,371

5) Sales & Marketing

Deferred Revenue: Gains on Sale/Leaseback Transactions:

Riverfront

Elm II

Various Operational

Total Sales & Marketing

	37	37
	4	4
	3	3
	44	44

6) Litigation

Product Liability

Asbestos Claims

Legal / Litigation Contingencies

Environmental

Superfund

Other

Total Environmental

Asset Retirement Obligation

Total Litigation

	934	534
	627	627
	77	77
	98	98
	125	25
	223	123
	130	130
	1,991	1,491

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Liability Reduction Tracking Sheet

Liability Reduction Initiative (\$ Millions)

7) Tax Related

Tax Obligations

State and Local Taxes - Determination Pending the Outcome of Audit Adjustments, Litigation, etc. (Balance related to U.S. Debtors Relates to Sales and Use Taxes) (A) (3)	131	
State and Local Taxes - Other Not Based on Income (Property Taxes, Sales/Use/Gross Receipts Taxes, Franchise Taxes) (4)	68	131
Employer's Obligations for State Unemployment Compensation Tax (6)	53	68
FAS5 Reserves - State & Local Sales & Use Tax (A), (9), (10)	35	53
FAS5 Reserves - US State & Local Franchise Tax (A), (8), (10)	27	35
Business Taxes - US State and Local Income Taxes Payable Currently (1)	22	27
Federal Income Tax Withheld on Payments to Employees and Non-Employees - to be Remitted to Government (2)	20	22
Employer's Obligations for Social Security Type Taxes (6)	16	20
Social Security Type Taxes Withheld on Payments to Employees - to be remitted to Government	10	16
State and Local Income Tax Withheld on Payments to Employees - to be Remitted to Government (2)	9	10
Employer's Obligations for Federal Unemployment Compensation Tax (6)	5	9
Federal Excise Taxes (e.g., Gas Guzzler Taxes, VAT) (5)	(0)	5
Total Tax Obligations	395	(0)
FIN48	50	150
Total Tax Related	445	50

8) Operational

Rent	133	133
Elmo II Lease	47	47
Elmo III Lease	62	62
Powertrain Leases (6)	13	13
Metal Fab (6)	2	2
Gulfstream Jets	258	258
Total Operational		

10) Other

Other Accrued Liabilities (2)	7	7
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Total Forecast Liabilities to Remain in Old GM

49,340	48,504
14	

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Detail behind "Rent"

	Balance as of 3/31/2009				363 Scenario	
	US Filers	US Non-Filers	Foreign	Total	Old Co	New Co
<i>Rent</i>						
Elmo II Lease	\$ -	\$ -	\$ -	\$ -	\$ 133.5	\$ -
Elmo III Lease	-	47.2	-	47.2	47.2	-
Powertrain Leases (6)	110.6	-	-	110.6	61.9	48.7
Other Operating	19.5	-	13.3	32.8	-	32.8
Metal Fab (6)	27.7	-	-	27.7	12.9	14.8
Saturn	21.0	-	-	21.0	-	21.0
Gulfstream Jets	2.1	-	-	2.1	2.1	-
Argonaut Dealers	-	0.8	-	0.8	-	0.8
Total Rent	\$ 180.9	\$ 181.5	\$ 13.3	\$ 375.7	\$ 257.6	\$ 118.2

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Off Balance Sheet Liabilities

	363 Sale	Estimated Balance
1 Dealer Network Restructuring Charges	900	TBD
2 Operating / Capital Leases		
Memo: US Total		2,500
MF-D	100	900
PWT	250	800
MF-G	-	700
M&F at closing sites	350	TBD
Citigroup Center	25	TBD
Other Office Space	150	TBD
Warehouses	25	TBD
Leased Real Estate (operational costs for 5 years)	200	TBD
3 Projected Litigation Costs Not Reflected on Balance Sheet	250	TBD
4 Capital Commitments / Cancellation	50	TBD
Off-Balance Sheet Opportunity	\$ 1,750	

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